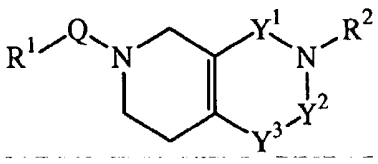
AMENDMENT TO THE CLAIMS

The following listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of claims:

Claim 1 (currently amended). A compound of Formula I



I

or a pharmaceutically acceptable salt thereof, or a pyrido-N-oxide thereof, wherein:

R^1 is independently selected from:

C_5 or C_6 cycloalkyl-(C_1-C_8 alkylenyl);

Substituted C_5 or C_6 cycloalkyl-(C_1-C_8 alkylenyl);

C_8-C_{10} bicycloalkyl-(C_1-C_8 alkylenyl);

Substituted C_8-C_{10} bicycloalkyl-(C_1-C_8 alkylenyl);

5- or 6-membered heterocycloalkyl-(C_1-C_8 alkylenyl);

Substituted 5- or 6-membered heterocycloalkyl-(C_1-C_8 alkylenyl);

8- to 10-membered heterobicycloalkyl-(C_1-C_8 alkylenyl);

Substituted 8- to 10-membered heterobicycloalkyl-(C_1-C_8 alkylenyl);

Phenyl-(C_1-C_8 alkylenyl);

Substituted phenyl-(C_1-C_8 alkylenyl);

Naphthyl-(C_1-C_8 alkylenyl);

Substituted naphthyl-(C_1-C_8 alkylenyl);

5- or 6-membered heteroaryl-(C_1-C_8 alkylenyl);

Substituted 5- or 6-membered heteroaryl-(C_1-C_8 alkylenyl);

8- to 10-membered heterobiaryl-(C_1-C_8 alkylenyl);

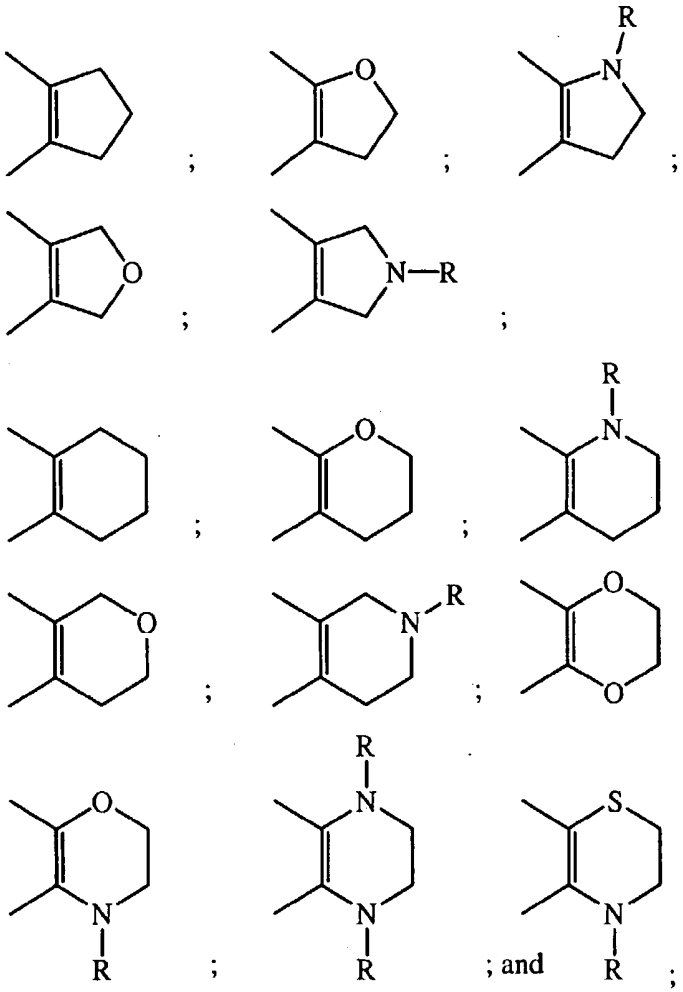
Substituted 8- to 10-membered heterobiaryl-(C_1-C_8 alkylenyl);

~~Phenyl~~;

Amend 1, 8

R_1 is not Phenyl

EX-A



R is H or C_1-C_6 alkyl;

G is CH_2; O, S, S(O); or $S(O)_2$;

m is an integer of 0 or 1;

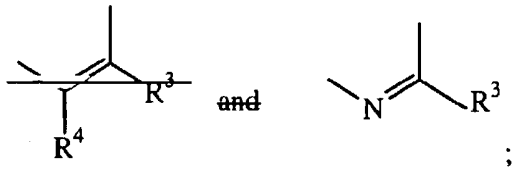
Y^1 is ~~CH_2, C(O), or $S(O)_2$~~;

~~Y^2 is C(O);~~

~~Y^3 is $N(R^4)$; or~~

Ex A

Y^2 and Y^3 ~~may be~~ are taken together to form a diradical group ~~selected from~~:



R^3 is independently selected from the groups:

H;

CH_3;

CH_3O;

$CH{=}CH_2$;

HO;

CF_3;

CN;

F; and

Cl;

~~R^4 is independently selected from the groups:~~

H;

CH_3;

CH_3O;

HO;

CF_3; and

CN; and

~~wherein R^4 is bonded to a carbon atom,~~ R^4 may further ~~independently~~ be

~~halo or CO_2H;~~

Q is selected from:

OC(O);

$CH(R^5)C(O)$;

~~$OC(NR^5)$;~~

$CH(R^5)C(NR^5)$;

~~$N(R^5)C(O)$;~~

~~$N(R^5)C(S)$;~~

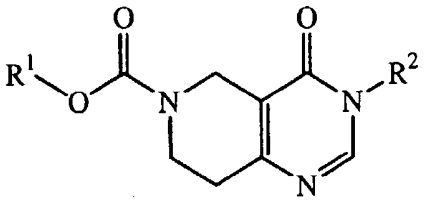
~~$N(R^5)C(NR^5)$;~~

$CH_2N(R^5)$;

~~SC(O);~~

$CH(R^5)C(S)$;

~~$SC(NR^5)$;~~



III

or a pharmaceutically acceptable salt thereof, or a pyrido-N-oxide thereof

wherein:

R^1 is independently selected from:

C_5 or C_6 cycloalkyl-(C_1-C_8 alkylenyl);

Substituted C_5 or C_6 cycloalkyl-(C_1-C_8 alkylenyl);

C_8-C_{10} bicycloalkyl-(C_1-C_8 alkylenyl);

Substituted C_8-C_{10} bicycloalkyl-(C_1-C_8 alkylenyl);

5- or 6-membered heterocycloalkyl-(C_1-C_8 alkylenyl);

Substituted 5- or 6-membered heterocycloalkyl-(C_1-C_8 alkylenyl);

8- to 10-membered heterobicycloalkyl-(C_1-C_8 alkylenyl);

Substituted 8- to 10-membered heterobicycloalkyl-(C_1-C_8 alkylenyl);

Phenyl-(C_1-C_8 alkylenyl);

Substituted phenyl-(C_1-C_8 alkylenyl);

Naphthyl-(C_1-C_8 alkylenyl);

Substituted naphthyl-(C_1-C_8 alkylenyl);

5- or 6-membered heteroaryl-(C_1-C_8 alkylenyl);

Substituted 5- or 6-membered heteroaryl-(C_1-C_8 alkylenyl);

8- to 10-membered heterobiaryl-(C_1-C_8 alkylenyl);

Substituted 8- to 10-membered heterobiaryl-(C_1-C_8 alkylenyl);

EX-A ~~Phenyl~~;

Substituted phenyl;

Naphthyl;

Substituted naphthyl;

5- or 6-membered heteroaryl;

Substituted 5- or 6-membered heteroaryl;

8- to 10-membered heterobiaryl; and

3-Benzyl-4-oxo-3,5,7,8-tetrahydro-4H-pyrido[4,3-d]pyrimidine-6-carboxylic acid 2-methoxy-pyridin-4-ylmethyl ester;

3-Benzyl-4-oxo-3,5,7,8-tetrahydro-4H-pyrido[4,3-d]pyrimidine-6-carboxylic acid 3-methoxy-benzyl ester;

3-Benzyl-4-oxo-3,5,7,8-tetrahydro-4H-pyrido[4,3-d]pyrimidine-6-carboxylic acid 4-methoxy-benzyl ester;

3-Benzyl-4-oxo-3,5,7,8-tetrahydro-4H-pyrido[4,3-d]pyrimidine-6-carboxylic acid 4-fluoro-benzyl ester;

3-Benzyl-4-oxo-3,5,7,8-tetrahydro-4H-pyrido[4,3-d]pyrimidine-6-carboxylic acid 4-chloro-benzyl ester;

3-Benzyl-4-oxo-3,5,7,8-tetrahydro-4H-pyrido[4,3-d]pyrimidine-6-carboxylic acid 4-bromo-benzyl ester;

3-Benzyl-4-oxo-3,5,7,8-tetrahydro-4H-pyrido[4,3-d]pyrimidine-6-carboxylic acid 4-iodo-benzyl ester;

3-Benzyl-4-oxo-3,5,7,8-tetrahydro-4H-pyrido[4,3-d]pyrimidine-6-carboxylic acid 4-dimethylamino-benzyl ester; and

3-Benzyl-4-oxo-3,5,7,8-tetrahydro-4H-pyrido[4,3-d]pyrimidine-6-carboxylic acid 4-methylsulfanyl-benzyl ester; or

a pharmaceutically acceptable salt thereof.

Claim 10 (original). A pharmaceutical composition, comprising a compound according to Claim 1, or a pharmaceutically acceptable salt thereof, admixed with a pharmaceutically acceptable carrier, excipient, or diluent.

Claim 11 (currently amended). A pharmaceutical composition ~~according to Claim 10,~~ comprising a compound according to as in Claim 7 or 9, or a pharmaceutically acceptable salt thereof, admixed with a pharmaceutically acceptable carrier, excipient, or diluent.

Claim 12 (original). A method for treating arthritis, comprising administering to a patient suffering from an arthritis disease a nontoxic antiarthritic effective amount of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

Claim 13 (original). The method according to Claim 12, wherein the arthritis is osteoarthritis or rheumatoid arthritis.

Claim 14 (currently amended). ~~The method according to Claim 13, wherein the compound according to Claim 1 is a compound according to as in Claim 7 or~~ A method for treating osteoarthritis or rheumatoid arthritis, comprising administering to a patient in need thereof, a therapeutically effective amount of a compound according to claim 7 or 9, or a pharmaceutically acceptable salt thereof.

Claim 15 (new). The compound according to Claim 1, wherein Q is $CH(R^5)C(O)$.

Claim 16 (new). The compound according to Claim 1, wherein R^1 is substituted phenyl-(C_1-C_8 alkylenyl).